

FORM 20-F
Annual Report
Fiscal 2003 Ended April 30, 2003

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 0-49760

BROCKTON CAPITAL CORP.

(Exact name of Registrant as specified in its charter)

British Columbia, Canada

(Jurisdiction of incorporation or organization)

750 West Pender Street, #604, Vancouver, British Columbia V6C 2T7

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Shares, without par value

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d)
of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of
capital or common stock as of the close of the period covered by the annual
report. 4,087,500

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 12 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past ninety days. Yes xxx No

Indicate by check mark which financial statement item the registrant has
elected to follow: Item 17 xxx Item 18

BROCKTON CAPITAL CORP.
FISCAL 2003 ENDED APRIL 30, 2003
ANNUAL REPORT

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INTRODUCTION

Brockton Capital Corp. was organized under the laws of British Columbia, Canada. In this Annual Report, the "Company", "we," "our" and "us" refer to Brockton Capital Corp. (unless the context otherwise requires). Summary discussions of documents referred to in this Annual Report may not be complete and we refer you to the actual documents for more complete information. Our principal corporate offices are located at 750 West Pender Street, #604, Vancouver, British Columbia V6C 2T7. Our telephone number is 604-689-0188.

BUSINESS OF BROCKTON CAPITAL CORP.

The Company is a capital pool company pursuant to the policies of the TSX Venture Exchange. The principal business of the Company will be to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder approval and acceptance for filing by the TSX Venture Exchange. On 9/4/2002, the Company signed a letter of intent to acquire all of the common shares of Cyberhand Technologies Inc. ("Cyberhand"), a company with a focus on the development of new technologies specific to consumer electronics. On 8/28/2003, the Company entered into the Share Purchase Agreement with Cyberhand whereby the Company agreed to acquire all of the 8,130,000 issued and outstanding shares in the capital of Cyberhand as at the date of the Share Purchase Agreement. Consummation of the acquisition is subject to due diligence, fund raising, and regulatory approval; and, while the Company has obtained shareholder approval, the acquisition cannot yet be considered probable.

FINANCIAL AND OTHER INFORMATION

In this Annual Report, unless otherwise specified, all dollar amounts are expressed in Canadian Dollars ("CDN\$" or "\$"). The Government of Canada permits a floating exchange rate to determine the value of the Canadian Dollar against the U.S. Dollar ("US\$").

FORWARD-LOOKING STATEMENTS

This Annual Report includes forward-looking statements, principally in ITEM #4, "Information on the Company" and ITEM #5, "Operating and Financial Review and Prospects". We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting our business. These forward-looking statements are subject to risks, uncertainties and assumptions including, among other things, the factors discussed in this Annual Report under ITEM #3, "Key Information, Risk Factors" and factors described in documents that we may furnish from time to time to the Securities and Exchange Commission.

The words "believe", "may", "will", "estimate", "continue", "anticipate", "intend", "expect", and similar words are intended to identify forward-looking statements. In light of these risks and uncertainties, the forward-looking information, events and circumstances discussed in this Annual Report might not occur. Our actual results and performance could differ substantially from those anticipated in our forward-looking statements. We undertake no obligation to update publicly or revise any forward-looking statements because of new information, future events or otherwise.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

--- Not Applicable ---

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.

--- No Disclosure Necessary ---

ITEM 3. KEY INFORMATION.

3.A.1. Selected Financial Data

3.A.2. Selected Financial Data

The selected financial data of the Company for Fiscal 2003/2002/2001 ended April 30th was derived from the financial statements of the Company which have been audited by Morgan & Company, independent Chartered Accountants, as indicated in their audit report which is included elsewhere in this Annual Report. The selected financial data set forth for Fiscal 2000 ended December 31st is derived from the Company's audited consolidated financial statements, not included herein.

The selected financial data should be read in conjunction with the financial statements and other financial information included elsewhere in the Annual Report.

The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain future earnings for use in its operations and the expansion of its business.

Table No. 1 is derived from the financial statements of the Company, which have been prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP) and US Generally Accepted Auditing Standards (GAAS), the application of which, in the case of the Company, conforms in all material respects for the periods presented with US GAAP.

Table No. 1
Selected Financial Data
(CDN\$ in 000, except per share data)

	Year Ended 4/30/2003	Year Ended 4/30/2002	Year Ended 4/30/2001	Period Ended 12/31/2000
<u>Canadian and United States GAAP</u>				
Net Income (Loss)	(\$46)	(\$34)	(\$1)	\$2
Net Income(Loss) per Share	(\$0.02)	(\$0.03)	(\$0.00)	\$0.00
Dividends Per Share	\$0.00	\$0.00	\$0.00	\$0.00

Wtg. Avg. Shares (000)	1838	1364	0	0
Period-end Shares O/S	4088	4088	2250	2250

Working Capital	\$256	\$339	\$146	\$147
Long-Term Debt	0	0	0	0
Shareholders' Equity	294	339	171	170
Total Assets	314	351	187	184

- (1) Fiscal 2002/2001 results restated to conform with Fiscal 2003 presentation.
(2) The Company was incorporated 2/8/2000 and utilized a December 31st fiscal yearend; subsequent to the end of FY2000, the fiscal yearend was changed to April 30th.

3.A.3. Exchange Rates

In this Annual Report, unless otherwise specified, all dollar amounts are expressed in Canadian Dollars (CDN\$). The Government of Canada permits a floating exchange rate to determine the value of the Canadian Dollar against the U.S. Dollar (US\$).

Table No. 2 sets forth the rate of exchange for the Canadian Dollar at the end of Fiscal 2003/2002/2001 ended April 30th and Fiscal 2000 ended December 31st, the average rates for the period, and the range of high and low rates for the period. The data for each month during the most recent six months also is provided.

For purposes of this table, the rate of exchange means the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. The table sets forth the number of Canadian Dollars required under that formula to buy one U.S. Dollar. The average rate means the average of the exchange rates on the last day of each month during the period.

Table No. 2
U.S. Dollar/Canadian Dollar

	<u>Average</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
December 2003		1.34	1.29	1.29
November 2003		1.34	1.30	1.30
October 2003		1.35	1.30	1.32
September 2003		1.39	1.35	1.35
August 2003		1.41	1.38	1.39
July 2003		1.41	1.34	1.41

Fiscal Period Ended 4/30/2003	1.53	1.59	1.43	1.43
Fiscal Period Ended 4/30/2002	1.56	1.61	1.51	1.57
Fiscal Period Ended 4/30/2001	1.54	1.58	1.49	1.54
Fiscal Period Ended 12/31/2000	1.50	1.56	1.44	1.50

3.B. Capitalization and Indebtedness

--- Not Applicable ---

3.C. Reasons For The Offer And Use Of Proceeds

--- Not Applicable ---

3.D. Risk Factors

No Operating History

The Company does not have business operations or assets other than cash. The shares of the Company should be considered highly speculative due to the proposed nature of the Company's business and the fact that the Company was only recently incorporated and has no substantial assets other than cash. The Company has neither a history of earnings nor has it paid dividends. It is unlikely to realize earnings or pay dividends in the immediate or foreseeable future.

Proposed Business Acquisition May Not Be Consummated

There is no assurance that the Company will be able to identify acquisitions that will be profitable. Moreover, should the Company identify any assets or businesses and determine that an acquisition is warranted, the Company may not be able to finance the acquisition and additional funds may be required to meet such obligations. As a result of these factors, the shares of the Company are suitable only to those investors who can afford to lose their entire investment and who are willing to rely solely on the management of the Company. On 9/4/2002, the Company signed a letter of intent to acquire all of the common shares of Cyberhand Technologies Inc., a company with a focus on the development of new technologies specific to consumer electronics. On 8/28/2003, the Company entered into the Share Purchase Agreement with Cyberhand whereby the Company has agreed to acquire all of the 8,130,000 issued and outstanding shares in the capital of Cyberhand as at the date of the Share Purchase Agreement. Consummation of the acquisition is subject to due diligence, fund raising, and regulatory approval; and, while the Company has obtained shareholder approval, cannot yet be considered probable.

Requirement for Additional Financing

The net proceeds from the Company's initial public offering will be sufficient to identify only a limited number of businesses or assets and, if so identified, the Company may not be able to finance the acquisition unless it obtains additional funds. There is no assurance that the Company will be able to secure financing or that such financing will be obtained on terms favorable to the Company. Failure to obtain adequate financing could result in significant delays in identifying a Qualifying Transaction and the Company may become at risk for de-listing or cease trading.

TSX Venture Exchange may suspend from trading or de-list the shares of the Company if the Company fails to complete a Qualifying Transaction within eighteen months following the date the shares were listed on the Canadian Venture Exchange (now TSX Venture Exchange) (8/27/2001) or the Company does not have at least \$25,000 in cash at any time during its listing on the TSX Venture Exchange. The TSX Venture Exchange will review the expenses, disclosure, trading history and other transactions undertaken by the Company during its listing to determine compliance with TSX Venture Exchange policies. The TSX Venture Exchange may refuse to accept a transaction as a Qualifying Transaction if significant concerns arise from its review and where, among other things, the Company fails to meet the minimum listing requirements prescribed by the TSX Venture Exchange upon completion of the Qualifying Transaction, or the consideration proposed to be paid by the Company in connection with the transaction is objectionable to the TSX Venture Exchange.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The loss of any member of the Company's management team may have a material adverse effect on the business and prospects of the Company.

Directors' and Executive Officers' Involvement in Other Projects

The Directors and Executive officers of the Company will not be devoting all of their time to the affairs of the Company, but will be devoting such time as required to effectively manage the Company. Some of the Directors and executive officers of the Company are engaged and will continue to be engaged in the search for property or business prospects for themselves or on behalf of others, including other listed companies. Accordingly conflicts of interest may arise from time to time. Any conflicts will be subject to the procedures and remedies under the *Company Act* (British Columbia).

Company is Incorporated in Canada

The articles/by-laws and the laws of British Columbia are different than those typical in the United States. However, the typical rights of investors in Canadian companies differ only modestly from those in the United States; refer to the relevant sections which are discussed in Section 9.A.5 and Section 10.B of this Annual Report.

Broker-Dealers May Be Discouraged From Effecting Transactions In Our Common Shares Because They Are Considered Penny Stocks And Are Subject To The Penny Stock Rules

Rules 15c-1 through 15c-9 promulgated under the Securities Exchange Act of 1934, as amended, impose sales practice and disclosure requirements on NASD broker-dealers who make a market in "a penny stock". A penny stock generally includes any non-NASDAQ equity security that has a market price of less than US\$5.00 per share. Our shares are quoted on the TSX Venture Exchange, and the price of our shares ranged from \$0.20 (low) to \$0.45 (high) during the period from 1/1/2003 to 12/31/2003. The closing price of our shares on 8/28/2003 was \$0.30 when common share trading was halted pending completion of the proposed acquisition of Cyberhand. The additional sales practice and disclosure requirements imposed upon broker-dealers may discourage broker-dealers from effecting transactions in our shares, which could severely limit the market liquidity of the shares and impede the sale of our shares in the secondary market.

Under the penny stock regulations, a broker-dealer selling penny stock to anyone other than an established customer or "accredited investor" (generally, an individual with net worth in excess of US\$1,000,000 or an annual income exceeding US\$200,000, or US\$300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt.

In addition, the penny stock regulations require the broker-dealer to deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the US Securities and Exchange Commission relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the registered representative and current quotations for the securities. Finally, a broker-dealer is required to send monthly statements disclosing recent price information with respect to the penny stock held in a customer's account and information with respect to the limited market in penny stocks.

Dilution Through Employee/Director/Consultant Options Because the success of the Company is highly dependent upon its respective employees, the Company may in the future grant to some or all of its key employees, Directors and consultants options to purchase common shares as non-cash incentives. Those options may be granted at exercise prices below those for the common shares prevailing in the public trading market at the time or may be granted at exercise prices equal to market prices at times when the public market is depressed. To the extent that significant numbers of such options may be granted and exercised, the interests of the other stockholders of the Company may be diluted.

Control by Principal Stockholders, Officers and Directors Could Adversely Affect the Company's Stockholders The Company's Senior Management, Directors and greater-than-five-percent stockholders (and their affiliates), acting together, have the ability to control substantially all matters submitted to the Company's stockholders for approval (including the election and removal of directors and any merger, consolidation or sale of all or substantially all of the Company's assets) and to control the Company's management and affairs. Accordingly, this concentration of ownership may have the effect of delaying, deferring or preventing a change in control of the Company, impeding a merger, consolidation, takeover or other business combination involving the Company or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company, which in turn could materially adversely affect the market price of the Company's stock.

U.S. Investors May Not Be Able to Enforce Their Civil Liabilities Against Us or Our Directors, Controlling Persons and Officers

It may be difficult to bring and enforce suits against the Company. The Company is a corporation incorporated in the province of British Columbia under the British Columbia Company Act. A majority of the Company's directors must be residents of Canada and all or a substantial portion of their assets are located outside of the United States. In addition, all of the Company's assets are located in Canada. As a result, it may be difficult for U.S. holders of our common shares to effect service of process on these persons within the United States or to realize in the United States upon judgments rendered against them. In addition, a shareholder should not assume that the courts of Canada (i) would enforce judgments of U.S. courts obtained in actions against us or such persons predicated upon the civil liability provisions of the U.S. federal securities laws or other laws of the United States, or (ii) would enforce, in original actions, liabilities against us or such persons predicated upon the U.S. federal securities laws or other laws of the United States.

However, U.S. laws would generally be enforced by a Canadian court provided that those laws are not contrary to Canadian public policy, are not foreign penal laws or laws that deal with taxation or the taking of property by a foreign government and provided that they are in compliance with applicable Canadian legislation regarding the limitation of actions. Also, a judgment obtained in a U.S. court would generally be recognized by a Canadian court except, for example:

- a) where the U.S. court where the judgment was rendered had no jurisdiction according to applicable Canadian law;
- b) the judgment was subject to ordinary remedy (appeal, judicial review and any other judicial proceeding which renders the judgment not final, conclusive or enforceable under the laws of the applicable state) or not final, conclusive or enforceable under the laws of the applicable state;
- c) the judgment was obtained by fraud or in any manner contrary to natural justice or rendered in contravention of fundamental principles of procedure;
- d) a dispute between the same parties, based on the same subject matter has given rise to a judgment rendered in a Canadian court or has been decided in a third country and the judgment meets the necessary conditions for recognition in a Canadian court;
- e) the outcome of the judgment of the U.S. court was inconsistent with Canadian public policy;
- f) the judgment enforces obligations arising from foreign penal laws or laws that deal with taxation or the taking of property by a foreign government; or
- g) there has not been compliance with applicable Canadian law dealing with the limitation of actions.

Critical Accounting Policies

Management is required to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On a regular basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The significant accounting policies that are most critical to aid in fully understanding and evaluating reported financial results include: revenue recognition and the expensing of software development costs.

As a "foreign private issuer", the Company is exempt from the Section 14 proxy rules and Section 16 of the 1934 Securities Act

The submission of proxy and annual meeting of shareholder information (prepared to Canadian standards) on Form 6-K may result in shareholders having less complete and timely data. The exemption from Section 16 rules regarding sales of common shares by insiders may result in shareholders having less data.

ITEM 4. INFORMATION ON THE COMPANY

4.A. History and Development of the Company

Introduction

Brockton Capital Corp. hereinafter also is referred to as the "Company".

The Company is a capital pool company pursuant to the policies of the TSX Venture Exchange. The principal business of the Company will be to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder approval and acceptance for filing by the TSX Venture Exchange. Until the completion of a Qualifying Transaction (as hereinafter defined), the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with potential Qualifying Transactions.

On 9/4/2002, the Company signed a letter of intent to acquire all of the common shares of Cyberhand Technologies Inc. ("Cyberhand") by way of a share exchange transaction (the "Transaction"). On 8/28/2003, the Company entered into the Share Purchase Agreement with Cyberhand whereby the Company has agreed to acquire all of the 8,130,000 issued and outstanding shares in the capital of Cyberhand as at the date of the Share Purchase Agreement (the Cyberhand Shares). Consummation of the acquisition is subject to due diligence, fund raising, and regulatory approval; and, while the Company has obtained shareholder approval, the acquisition cannot yet be considered probable. Cyberhand, privately incorporated in Alberta with operations in Fernie, British Columbia, is a company with a focus on the development of new technologies specific to consumer electronics. The proposed Transaction will serve as Brockton's qualifying transaction pursuant to Policy 2.4 of the TSX Venture Exchange.

The Company's executive office is located at:

750 West Pender Street, #604
Vancouver, British Columbia, Canada V6C 2T7
Telephone: (604) 689-0188
Facsimile: (604) 689-9773.
e-mail: khanson@amisanohanson.com

The Company's registered office is located at:

1100, 888 Dunsmuir St., Vancouver, BC, Canada V6C 2T7
Telephone: (604) 687-7077; and
Facsimile: (604) 687-7099.

The contact person is:

Kevin R. Hanson, President/CEO/Director.

The Company's fiscal year ends April 30th.

The Company's common shares trade on the TSX Venture Exchange under the symbol "BKCP".

The Company has 100,000,000, without par value, common shares authorized and 100,000,000 preferred shares without par value authorized. At 4/30/2002, the end of the Company's most recent fiscal year, there were 4,087,500 common shares issued and outstanding. At 12/31/2003, there were 4,087,500 common shares issued/outstanding.

History and Development

The Company was incorporated in British Columbia under the *British Columbia Company Act* on 2/8/2000 under the name "Brockton Capital Corp.". On 9/4/2002, the Company signed a letter of intent to acquire all of the common shares of Cyberhand Technologies Inc. On 8/28/2003, the Company entered into the Share Purchase Agreement with Cyberhand whereby the Company has agreed to acquire all of the 8,130,000 issued and outstanding shares in the capital of Cyberhand as at the date of the Share Purchase Agreement. Cyberhand, privately incorporated in Alberta with operations in Fernie, British Columbia, is a company with a focus on the development of new technologies specific to consumer electronics.

Financings

The Company has financed its operations through funds raised in private placements of common shares to insiders completed March 2000 (shares physically issued August 2001 along with IPO shares), its initial public offering completed August 2001, and the exercise of Agent stock options.

Fiscal 2000: None

Fiscal 2001: Private Placements, 2,250,000 shares, \$168,750
Initial Public Offering; 1,750,000 shares, \$262,500

Fiscal 2002: Option Exercise; 87,500 shares, \$ 13,125

Fiscal 2003: None

Fiscal 2004-to-Date: None

Capital Expenditures

Fiscal 2000: None

Fiscal 2001: None

Fiscal 2001: None

Fiscal 2003: \$69,280 of advances to CyberHand;

\$37,448 in deferred acquisition expenses

Fiscal 2004-to-Date: \$30,000 of advance to CyberHand, through 10/31/2003

4.B. BUSINESS OVERVIEW

Description and General Development

The Company is a capital pool company pursuant to the policies of the TSX Venture Exchange. The principal business of the Company will be to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder approval and acceptance for filing by the TSX Venture Exchange. Until the completion of a Qualifying Transaction (defined below), the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with potential Qualifying Transactions. Pursuant to the policies of the TSX Venture Exchange, the term "Agreements in Principle" means any enforceable agreement or any other agreement or similar commitment which identifies the terms upon which the parties agree or intend to agree which:

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets (being one or more assets or businesses which, when acquired by the Company, together with any other concurrent transactions, results in the Company meeting the minimum listing requirements of the TSX Venture Exchange) and the acquisition of which would reasonably appear to constitute a Qualifying Transaction (as discussed hereafter);
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction.

Proposed Acquisition of Cyberhand Technologies Inc. ("Cyberhand")

Cyberhand Acquisition Terms

Under the terms of the Share Purchase Agreement dated 8/28/2003, the Company has agreed to issue:

- a) 8.13 million common shares at a deemed price of \$0.20 per share in exchange for 100% of the currently outstanding shares (8,130,000) of Cyberhand;
- b) A minimum of 4 million and a maximum of 5 million common shares at \$0.40 in a concurrent public and/or private offering;

In conjunction with closing, scheduled for Spring 2003, the Company's Seed Escrow Shareholders intend to sell to the directors and principal shareholders of Cyberhand 75% of the 2,250,000 outstanding Seed Escrow Shares of the Company at a price of \$0.10 per share. Also in conjunction with closing, the Company will establish a stock option plan to issue up to a total of 20% of the issued/outstanding common shares to be made available to directors, officers, management, employees and consultants, subject to the policies of the TSX Venture Exchange.

At the time of the September 2002 Letter of Intent, the Cyberhand acquisition was an arms length transaction. Consummation of the acquisition is subject to due diligence, fund raising, and regulatory approval; and, while the Company has obtained shareholder approval, the acquisition cannot yet be considered probable.

Cyberhand Operations

Cyberhand Technologies Inc. is a company that develops new technologies specific to consumer electronics. Cyberhand is in the business of designing, manufacturing, marketing, selling, distribution and servicing ergonomically designed and more responsive computer hardware components. These products are primarily:

- Game and Digital Controllers;
- Wireless Keyboards For Personal Digital Assistants ("PDAs")
- Sophisticated Pointer or Mouse Product line; and
- Related peripherals such as Keyboards, Cameras, and Scanners.

By a share purchase agreement dated 7/31/2003, Cyberhand agreed to acquire 32% of the common shares of a private company, Pocketop Computer Corporation ("Pocketop"). Cyberhand has the option to purchase an additional 32% of the common shares of Pocketop until 5/25/2005. The remaining 36% of Pocketop is widely held. Pocketop, a Canadian incorporated company, is developing innovations in the portable PDA market. Cyberhand, through its U.S. subsidiary, has negotiated a non-exclusive OEM agreement with Pocketop that grants Cyberhand, initially, for a two-year period, the right to manufacture, market, and sell the Pocketop Wireless PDA Keyboard using either the Pocketop or Cyberhand trademark or trade names. All the agreements between the Company and Cyberhand and Cyberhand and Pocketop are subject to regulatory approval.

Through a recent acquisition and OEM Agreement with Pocketop, Cyberhand has gained access to established manufacturing, distribution, marketing and sales channels, fully functional website and services department to compliment its in-house design operations. The OEM Agreement allows Cyberhand to use the established manufacturing contracts for production of the Pocketop Wireless Keyboards under either the Pocketop or Cyberhand brands. Further, these manufacturing contracts may be expanded to include the manufacturing of Cyberhand's other computer peripheral equipment, specifically the ergonomic computer mouse product line and the computer gaming controller. Currently, the Pocketop Wireless Keyboards are manufactured by a Taiwanese company that makes the product upon receipt of orders from either Pocketop or Cyberhand. The cost per unit is fixed, with only slight variations in the price depending upon size of order, availability of components and packaging required. Pocketop instructed the manufacturer to create two molds that are required to make the Pocketop Wireless Keyboards. These molds are good for making approximately 800,000 units. To date approximately 100,000 Wireless Keyboards have been manufactured.

The OEM Agreement also allows for Cyberhand to use Pocketop's existing fulfillment and distribution partners that may be used for the delivery of Cyberhand's other products. The contracts with these partners are on a per order basis and can be replaced with new delivery or fulfillment houses. Notwithstanding the access gained under the OEM Agreement to Pocketop's existing business infrastructure, the OEM Agreement contemplates that Cyberhand will operate independently of Pocketop and in this regard Cyberhand has, building on Pocketop's existing arrangements, moved to establish its own infrastructure so as to avoid any need to be reliant on Pocketop. As a result, Cyberhand will not be affected by the financial condition of Pocketop.

As Pocketop no longer has a dedicated sales and marketing team, it is anticipated that all new sales of the Pocketop Wireless Keyboard, with the exception of sales from the Pocketop web site, will be made by way of the OEM Agreement through Cyberhand's channel sales and marketing program. Cyberhand pays a royalty to Pocketop of US\$5.00 and the manufacturing and distribution costs for each unit sold under the terms of the OEM Agreement. Cyberhand is committed to sell a minimum of 20,000 units per year failing which it is obligated to pay Pocketop the difference between US\$100,000 and the amount of royalties paid. All revenue received from the sale of these units will remain with Cyberhand.

The OEM Agreement allows for Cyberhand to use Pocketop's fully functional web site for on-line sales and service of its other products, once these products have been manufactured. Cyberhand has assumed ownership of this website and currently maintains it on behalf of itself and Pocketop. Further, Cyberhand's in-house design team has already developed new software drivers for the Pocketop Wireless Keyboard to allow it to be used for new PDAs that have recently been introduced to the market.

Pocketop in the past had outsourced the software development at a significant expense to the company. By replicating Pocketop's established infrastructure for its own benefit, Cyberhand does not have to create new relationships and should be able to take its other products to the market in a relatively short period of time. This commercialization of Cyberhand's products should not only generate revenue but should improve the value of Cyberhand's intellectual property.

Currently, Cyberhand is manufacturing and selling the Pocketop Wireless Keyboard under the Pocketop trade name. Cyberhand will re-brand this product upon completion of the Qualifying Transaction in conjunction with modifying the existing product for use in the cellular phone and web-enabled hand held computer market. In addition, Cyberhand has ten products in prototype or design stages; the functionality. These products are initially targeted for applications in both computer information technology and computer gaming industries. Potential applications include the automotive, military, industrial and security industries.

Cyberhand's development of the technologies and working prototypes have resulted in a collection of patented assets with component application within the hand controlled computer peripheral industry. Component applications and integrated solutions from Cyberhand's technology exist within industries related to automotive, consumer durables, consumer electronics, military, design automation, manufacturing, construction, and security. Further, as a direct result of the recent acquisition of the Pocketop, the related OEM Agreement, and the general security agreement related to the assignment of the \$380,000 Pocketop loans to Cyberhand, Cyberhand also has access to all existing intellectual property developed by Pocketop since its inception in 1997. All new product development related to the Pocketop Wireless Keyboard will be developed in house by Cyberhand and will remain the property of Cyberhand.

Standardized Criteria for Acquisitions

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's directors. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

The Company does not currently have a specific type of business opportunity that it is likely to pursue. It will, accordingly, review prospective acquisition opportunities within the broadest possible range of businesses or industries.

All potential acquisitions will be screened initially by management of the Company to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors.

Method of Financing Acquisitions or Participation

The Company proposes to use cash, bank financing, issuance of treasury shares (subject to acceptance by the TSX Venture Exchange), private or public financing, or some combination thereof to finance prospective acquisitions. If treasury shares are issued, such issuance could result in a change of control of the Company and will result in further dilution to investors who acquired common shares pursuant to the initial public offering.

Requirements to be Met to Complete a Qualifying Transaction

The Company is governed by the capital pool companies policies of the TSX Venture Exchange in respect of Qualifying Transactions.

A "Qualifying Transaction", pursuant to the policies of the TSX Venture Exchange, is a transaction whereby a capital pool company:

- (a) issues or proposes to issue in consideration for the acquisition of Significant Assets, common shares which, is fully converted, exchangeable or exercisable into common shares which, if fully converted, exchanged or exercised would represent more than 25 percent of its common shares issued and outstanding immediately prior to the issuance;
- (b) enters into an arrangement, amalgamation, merger or reorganization with another company with Significant Assets, whereby the ratio of securities which are distributed to the shareholders of the capital pool company and the other issuer results in the shareholders of the other company acquiring control of the resulting issuer; or
- (c) otherwise acquires Significant Assets (other than cash), but excludes a transaction which consists solely of the issuance for cash by the capital pool company of common shares or securities convertible, exchangeable or exercisable into common shares, representing more than 25 percent of the capital pool company's common shares issued and outstanding immediately prior to the issuance.

For the purposes of the foregoing, the phrase "Significant Assets" means one or more assets or businesses which, when acquired by the capital pool company, together with any other concurrent transactions, results in the capital pool company meeting the minimum listing requirements of the TSX Venture Exchange (for an issuer other than a capital pool company).

Any Qualifying Transaction will be subject to approval by the majority of the minority shareholders of the Company, acceptance for filing by the TSX Venture Exchange, and sponsorship by a TSX Venture Exchange member firm.

After the terms of a Qualifying Transaction have been settled and a comprehensive news release disclosing its terms has been disseminated, or as soon thereafter as circumstances permit, the Company will submit the terms of the Qualifying Transaction to a meeting of its shareholders for "majority of the minority" approval. The Qualifying Transaction must be approved by a vote at a properly constituted meeting of the shareholders of the Company by at least 50 percent plus one vote of the votes cast by shareholders voting at the meeting, other than the Related Parties of the Qualifying Transaction and Related Parties of the Company. Related Parties of the Qualifying Transaction include:

- (a) one or all of the beneficial owners other than a Target Issuer (being a company which is the beneficial owner of the Significant Assets to be acquired by the capital pool company as its Qualifying Transaction, where the acquisition is to be conducted through the purchase of securities of that company whether by security purchase agreement, takeover bid, amalgamation, plan of arrangement or other corporate reorganization) of the Significant Assets which are to be purchased, optioned or otherwise acquired by the capital pool company as its Qualifying Transaction;
- (b) any Target Issuer (as defined in (a) above);
- (c) any Related Party (as defined below) of any party referred to in (a) or (b) above; and
- (d) all other parties to or associated with the Qualifying Transaction and the Associates and Affiliates of all such other parties.

For the purposes of the foregoing definition and the terms "Related Parties of the Qualifying Transaction" and "Related Parties of the Company" the term "Related Parties" means in relation to a company, a promoter, officer, director, other insider or control person of that company and any Associates or Affiliates of any such persons and in relation to an individual, any Associate of the individual or any company of which the individual is a promoter, officer, director or control person. A party is the Associate of another if:

- (a) the party is a partner of that person;
- (b) the party is a trust or estate in which that person has a substantial beneficial interest or for which the person serves as trustee or in a similar capacity;
- (c) the party is a company of which that person beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the company; or
- (d) in the case of an individual:
 - (i) that individual's spouse or child; or
 - (ii) relative of that individual or that individual's spouse if that relative has the same home as the individual (and spouse includes an individual who is living with another individual in a marriage-like relationship).

For the purposes of "Affiliate", a company is affiliated with another company if one of them is the subsidiary of the other or each of them is controlled by the same person. A company is "controlled" by a person if the voting shares of the company are held, other than by way of security only, by or for the benefit of that person and the voting shares, if voted, entitle the person to elect a majority of the directors of the company.

The Company will provide its shareholders with an information circular containing full, true and plain disclosure in respect of all material facts relating to a proposed Qualifying Transaction. The information circular will be submitted to the TSX Venture Exchange prior to distribution to the Company's shareholders, and the disclosure in the information circular will be made in accordance with the applicable form of a prospectus under the Securities Act (British Columbia) and in accordance with the requirements of the TSX Venture Exchange.

The Company was required to file with the TSX Venture Exchange, among other things, a draft copy of the information circular it proposes to deliver to its shareholders relating to the Qualifying Transaction, copies of material contracts, engineering reports or valuation reports, and audited financial statements, unaudited financial statements and pro forma financial statements. As part of the review of the Qualifying Transaction, the TSX Venture Exchange will review the expenses, disclosure, trading history and other transactions undertaken by the Company during its listing to determine compliance with TSX Venture Exchange policies.

Acceptance for filing by the TSX Venture Exchange of a Qualifying Transaction also calls for sponsorship by a member of the TSX Venture Exchange that meets the TSX Venture Exchange's qualifications to act as sponsor. The role of the sponsoring member firm is an integral part of the Qualifying Transaction process. Effectively, the sponsoring firm will review the Qualifying Transaction to determine the suitability of the Company's listing on the TSX Venture Exchange upon the completion of the Qualifying Transaction. The TSX Venture Exchange will halt trading from the date of announcement of an Agreement in Principle (as defined in TSX Venture Exchange policies) regarding the Qualifying Transaction if the Company has announced a Qualifying Transaction but has not yet secured a member firm to act as sponsor for the Qualifying Transaction or if the Company has not filed supporting documents with the TSX Venture Exchange relating to the Qualifying Transaction within 60 days of the date of the announcement of the Agreement in Principle.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the TSX Venture Exchange may not approve a Qualifying Transaction where the Company fails to meet the minimum listing requirements of the TSX Venture Exchange upon completion of the Qualifying Transaction or for any other reason at the sole discretion of the TSX Venture Exchange. In addition, the TSX Venture Exchange may suspend from trading or de-list the securities of the Company where it has failed to complete a Qualifying Transaction within 18 months of its date of listing.

United States vs. Foreign Sales/Assets

The Company has generated no sales.

At 4/30/2003 and 4/30/2002, all assets were located in Canada.

Seasonality

Dependency upon Patents/Licenses/Contracts/Processes

Sources/Availability of Raw Materials

Material Effects of Government Regulations

--- No Disclosure Necessary ---

4.C. Organization Structure

The Company was incorporated in British Columbia under the *British Columbia Company Act* on 2/8/2000 under the name "Brockton Capital Corp.".

4.D. Property, Plant and Equipment

The Company's executive offices are located in shared, rented premises of approximately 500 sq. ft. at 750 West Pender Street, #604, Vancouver, British Columbia, Canada V6C 2T7. The Company began occupying these facilities in February 2000. Monthly rent is \$750 and an additional \$750 for office supplies and equipment.

The Company has no other property or facilities.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion for Fiscal 2003/2002/2001 ended April 30th should be read in conjunction with the consolidated financial statements of the Company and the notes thereto, located elsewhere in this Annual Report. The consolidated financial statements for Fiscal 2000 ended December 31st are not included herein. The Company was incorporated 2/8/2000; subsequent to the end of Fiscal 2000, the fiscal yearend was changed to April 30th.

Overview

During Fiscal 2002 ended 4/30/2002, the Company's activity was primarily related to the completion of the Company's initial public offering, including listing the company for trading as a Capital Pool Company on the Canadian Venture Exchange ("CDNX") (now TSX Venture Exchange). Effectively 8/1/2001, the Company completed its initial public offering, having received approval from the British Columbia Securities Commission, the Alberta Securities Commission and the CDNX, and issued 1,750,000 common shares at \$0.15 per share. On 8/27/2001, the common shares of the company were listed for trading on the CDNX. Subsequent to 8/27/2001 and currently, the Company's principle business is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder approval and acceptance for filing by the TSX Venture Exchange. The Company does not have business operations or assets other than cash. The company is required to complete an acquisition by 2/27/2003, extended to 12/28/2003; however, the Company's proposed acquisition is currently under regulatory review and the Company's status could be defined as "suspended".

On 9/4/2002, the Company signed a letter of intent to acquire all of the common shares of Cyberhand Technologies Inc. ("Cyberhand") by way of a share exchange transaction (the "Transaction"). On 8/28/2003, the Company entered into the Share Purchase Agreement with Cyberhand whereby the Company has agreed to acquire all of the 8,130,000 issued and outstanding shares in the capital of Cyberhand as at the date of the Share Purchase Agreement. The Company has advanced \$99,280 (through 10/31/2003) to Cyberhand pursuant to notes payable to fund that firm's activities pending the proposed acquisition. Consummation of the acquisition is subject to diligence, regulatory approval, and shareholder approval; and cannot yet be considered probable. Cyberhand, privately incorporated in Alberta with operations in Fernie, British Columbia, is a company with a focus on the development of new technologies specific to consumer electronics. The proposed Transaction will serve as Brockton's qualifying transaction pursuant to Policy 2.4 of the TSX Venture Exchange.

Results of Operations

Administrative expenses totaled \$56,638 for Fiscal 2003, a 28% increase from the \$44,133 for the last fiscal period. Increased corporate activity related to a search for and consummation of an acquisition and increased US regulatory costs were the primary cause for the higher costs.

Administrative expenses totaled \$44,133 for Fiscal 2002, a nine-fold increase from the \$5,030 for the last fiscal period. Increased corporate activity related to completing its initial public offering and listing on the CDNX were the cause for the higher costs.

Administrative expenses totaled \$5,030 for Fiscal 2001 Ended 4/30/2001, fifty times the \$112 expenses for Fiscal 2000 Ended 12/31/2000 (three months). Much of this increase was due to increased corporate activity.

The Company recorded interest income of \$10,865, \$9,823 and \$6,327 for Fiscal 2003/2002/2001.

Net Income (Loss) was (\$45,773), (\$34,310) and \$1,297 for Fiscal 2003, 2002 and Fiscal 2001, respectively. Net Income (Loss) per Share was (\$.02), (\$.03) and \$0.00 for Fiscal 2003, 2002 and Fiscal 2001, respectively.

Liquidity and Capital Resources

Fiscal 2003 Ended 4/30/2003

The Company had a working capital of \$256,095 as at 4/30/2003.

Cash Used by Fiscal 2003 Operating Activities totaled (\$47,668) including the (\$45,773) Net Loss. Significant adjustments included (\$1,895) in net changes in non-cash working capital items. Cash Used in Fiscal 2003 Investing Activities was \$109,698, with \$72,250 in Notes Receivable representing Promissory Note advances to Cyberhand and \$37,448 representing costs incurred with respect to the acquisition of Cyberhand. Cash Raised in Fiscal 2003 Financing Activities was \$nil.

Fiscal 2002 Ended 4/30/2002

The Company had a working capital of \$339,316 as at 4/30/2002.

Cash Used by Fiscal 2002 Operating Activities totaled (\$44,681) including the (\$34,310) Net Loss. Significant adjustments included (\$10,371) in net changes in non-cash working capital items. Cash Used in Fiscal 2002 Investing Activities was \$nil. Cash Raised in Fiscal 2002 Financing Activities was \$228,065, including the aforementioned initial public offering and the 87,500 common share issuance related to the exercise of Agent stock options.

Fiscal 2001 Ended 4/30/2001

The Company had a working capital of \$145,561 as at 4/30/2001.

Cash Provided by Fiscal 2001 Ended 4/30/2001 Operating Activities totaled \$1,463 including the \$1,297 Net Income. Significant adjustments included the \$166 in net changes in non-cash working capital items. Cash Used in Fiscal 2001 Investing Activities was \$nil. Cash Provided by Fiscal 2001 Financing Activities was \$147,027, including the aforementioned private placements and share issuance costs.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT, AND EMPLOYEES

6.A. Directors and Senior Management

Table No. 3
Directors and Senior Management
December 31, 2003

Name	Position	Age	Date of First Election or Appointment
Terry M. Amisano (1) (2)	Director	48	February 2000
Kevin R. Hanson (1) (2) (3)	President/CEO/Director	47	February 2000
Brian Hanson (4)	CFO/Secretary	57	February 2000
Brad Kitchen (2)	Director	41	February 2003

(1) Member of Audit Committee.

(2) Resident/Citizen of British Columbia, Canada.

(3) He spends less than a fourth of his time on the affairs of the Company.

(4) He spends less than 10% of his time on the affairs of the Company.

(5) All Business Address: c/o Brockton Capital Corp.

750 Pender Street #604

Vancouver, BC Canada V6C 2T7

Terry M. Amisano, a Director of the Company, a chartered accountant since 1985, is currently a partner with Amisano Hanson, Chartered Accountants, since 1991. From 1985 to 1990, Mr. Amisano was the partner of Amisano & Co., Chartered Accountants. Mr. Amisano is also the President and Chief Executive Officer of Zena Capital Corp., a capital pool company listed on the TSX Venture Exchange.

Brian A Hanson was appointed Secretary in February 2000 and Chief Financial Officer in August 2000. Mr. Hanson is a lawyer and a partner with the firm of Ratcliff & Company since 1995. Prior to that he was a partner with the firm of Collier Hanson from 1976 to 1995. Mr. Hanson attained a Bachelor of Commerce degree from the University of British Columbia in 1970 and obtained a law degree from the University of British Columbia in 1971. He was called to the Bar of the Province of British Columbia in 1972. He is a member of the Law Society of British Columbia and the Canadian Bar Association. He is head of the Real Property Department of Ratcliff & Company and specializes in Real Property Law, Corporate Commercial Law and Wills and Estates Law. Mr. Hanson is also the Chief Financial Officer and Secretary of Zena Capital Corp., a capital pool company listed on the TSX Venture Exchange.

Kevin R. Hanson, President/CEO and a Director of the Company, has been a chartered accountant since 1983, a certified public accountant (CPA) since 2001, and is currently a partner with Amisano Hanson, Chartered Accountants, since 1991. From 1987 to 1991, Mr. Hanson provided services as a controller of seven reporting public companies while working for Clark Consulting Services Inc. From 1994 until 1998, Mr. Hanson served as a member of the Technical Subcommittee to the British Columbia Securities Commission and the Vancouver Stock Exchange. In June 2000, Mr. Hanson became a director of Tri-Lateral Venture Corporation, a reporting issuer in Ontario that trades in the over-the-counter market. Mr. Hanson is also a director of: Zena Capital Corp., a capital pool company listed on the TSX Venture Exchange.

Brad Kitchen, a Director of the Company, is a Corporate Finance Consultant. Since 1996, he has been the founder and President of PBK Financial Engineering, a private corporate finance consulting company. He has been working with Cyberhand since August 2002 as a corporate finance consultant and the Company proposes to name him Chief Executive Officer if the acquisition of Cyberhand is consummated. After graduating from McGill University with an MBA, Mr. Kitchen became a financial product oriented investment banker where he was employed in Toronto, Ontario over an eleven-year period as a Vice-President and Director at CIBC World Markets (formerly CIBC Wood Gundy Securities Inc.) and TD Securities Inc. From January 2000 to January 2001, he was VP Corporate Finance at Pacific Opportunities Company Ltd., a small merchant bank/financial services company. From December 1998 to December 1999, he was a Partner of Kitchen & Fuller Holdings Inc., a holding company for commercial real estate. From May 1998 to November 1998, he was Chief Financial Officer of Protocal Holdings Inc., a real estate investment company.

The Directors have served in their respective capacities since their election and/or appointment and will serve until the next Annual General Meeting or until a successor is duly elected, unless the office is vacated in accordance with the Articles/By-Laws of the Company.

The Executive Officers serve at the pleasure of the Board of Directors.

Despite the Company's executive officers spending material portions of their time on businesses other than the Company, the Company believes that they devote sufficient time to the Company to properly carry out their duties.

No Director and/or Executive Officer has been the subject of any order, judgment, or decree of any governmental agency or administrator or of any court or competent jurisdiction, revoking or suspending for cause any license, permit or other authority of such person or of any corporation of which he is a Director and/or Executive Officer, to engage in the securities business or in the sale of a particular security or temporarily or permanently restraining or enjoining any such person or any corporation of which he is an officer or director from engaging in or continuing any conduct, practice, or employment in connection with the purchase or sale of securities, or convicting such person of any felony or misdemeanor involving a security or any aspect of the securities business or of theft or of any felony.

Kevin R. Hanson and Brian A. Hanson are brothers. There are no other family relationships between any two or more Directors or Executive Officers.

There are no arrangements or understandings between any two or more Directors or Executive Officers, pursuant to which he was selected as a Director or Executive Officer.

6.B. Compensation

Cash Compensation. Total cash compensation accrued and/or paid (directly and/or indirectly) to all Directors/Senior Management during Fiscal 2003 ended 4/30/2003 was \$nil.

No payments have been made, directly or indirectly, nor will they be made until the completion of the Qualifying Transaction, by the Company to the Directors and officers of the Company or any parties related to them other than for re-imbursement for reasonable expenses for office supplies, office rent, related utilities, equipment leases and certain legal/accounting services and for reimbursement for reasonable out-of-pocket expenses incurred in pursuing the business of the Company. Refer to ITEM #7.

Director Compensation. The Company has no formal plan for compensating its Directors for their service in their capacity as Directors. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board of Directors. The Board of Directors may award special remuneration to any Director undertaking any special services on behalf of the Company other than services ordinarily required of a Director. Other than indicated below no Director received any compensation for his services as a Director, including committee participation and/or special assignments.

Stock Options. The Company grants stock options to Directors, Senior Management and employees; refer to ITEM #6.E., "Share Ownership". No stock options were granted during Fiscal 2003; however, 97,500 were cancelled and 87,500 expired unexercised.

Change of Control Remuneration. The Company has no plans or arrangements in respect of remuneration received or that may be received by Executive Officers of the Company in Fiscal 2004 to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds US\$60,000 per Executive Officer.

Other Compensation. No Executive Officer/Director received "other compensation" in excess of the lesser of US\$25,000 or 10% of such officer's cash compensation, and all Executive Officers/Directors as a group did not receive other compensation which exceeded US\$25,000 times the number of persons in the group or 10% of the compensation.

Bonus/Profit Sharing/Non-Cash Compensation. Except for the stock option program discussed in ITEM #6.E., the Company has no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to the Company's Directors or Executive Officers.

Pension/Retirement Benefits. No funds were set aside or accrued by the Company during Fiscal 2003 to provide pension, retirement or similar benefits for Directors or Executive Officers.

6.C. Board Practices

6.C.1. Terms of Office. Refer to ITEM 6.A.1.

6.C.2. Directors' Service Contracts. --- Not Applicable ---

6.C.3. Board of Director Committees.

The Company has only an Audit Committee, which recommends to the Board of Directors the engagement of the independent auditors of the Company and reviews with the independent auditors the scope and results of the Company's audits, the Company's internal accounting controls, and the professional services furnished by the independent auditors to the Company. The Audit Committee met once during Fiscal 2003 and has met once during Fiscal 2004-to-date.

6.D. Employees

As of 12/31/2003, the Company had two employees, the President/CEO and the CFO/Secretary. As of 4/30/2003, 4/30/2002 and 12/31/2001, there were two, two and two employees (including the Senior Management), respectively. None of the Company's employees are covered by collective bargaining agreements.

6.E. Share Ownership

Table No. 4 lists, as of 12/31/2003, Directors and Executive Officers who beneficially own the Company's voting securities and the amount of the Company's voting securities owned by the Directors and Executive Officers as a group. Table No. 4 also includes data on Greg Burnett and Alan Crawford, the only other persons/companies where the Company is aware that a shareholder has 5% or greater beneficial interest in the Company's securities.

Table No. 4
Shareholdings of Directors and Executive Officers
Shareholdings of 5% Shareholders

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class #
Common	Kevin R. Hanson (1)	870,000	20.3%
Common	Terry M. Amisano (2)	772,500	18.5%
Common	Greg Burnett (3)	450,000	11.0%
Common	Alan Crawford (4)	450,000	11.0%
Common	Brad Kitchen (5)	105,000	0.3%
Common	Brian Hanson (6)	12,000	0.0%
Total Directors/Officers		2,659,500	61.1%

- (1) 195,000 represent currently exercisable stock options.
675,000 shares are escrowed and contingently cancelable where release is controlled by Canadian regulatory authorities
Excludes 120,000 shares owned by members of his family (other than Brian Hanson) where he disavows beneficial interest and does not have voting or disposition control.
- (2) 97,500 represent currently exercisable stock options.
675,000 shares are escrowed and contingently cancelable where release is controlled by Canadian regulatory authorities
Excludes 200,000 shares owned by members of his family, where he disavows beneficial interest and does not have voting or disposition control.
- (3) 450,000 shares are escrowed and contingently cancelable where release is controlled by Canadian regulatory authorities
- (4) 450,000 shares are escrowed and contingently cancelable where release is controlled by Canadian regulatory authorities
- (5) 105,000 represent currently exercisable stock options.
- (6) 10,000 represent currently exercisable stock options.
2,000 shares are escrowed and contingently cancelable where release is controlled by Canadian regulatory authorities
Excludes 120,000 shares owned by members of his family (excluding Kevin Hanson), where he disavows beneficial interest and does not have voting or disposition control.

Based on 4,087,500 shares outstanding as of 12/31/2003 and stock options held by each beneficial holder exercisable within sixty days.

Stock Options. The terms of incentive options granted by the Company are done in accordance with the rules and policies of the TSX Venture Exchange, including the number of common shares under option, the exercise price and expiry date of such options, and any amendments thereto. The Company has no formal written stock option plan. It is proposed that the Company would adopt a stock option plan in connection with the completion of the Qualifying Transaction.

Such "terms and conditions", including the pricing of the options, expiry and the eligibility of personnel for such stock options; and are described below.

The principal purposes of the Company's stock option program are to (a) promote a proprietary interest in the Company among the officers, directors and employees of the Company and its affiliates, (b) retain and attract the qualified officers, directors and employees the Company requires, (c) provide a long-term incentive element in overall compensation, and (d) promote the long-term profitability of the Company.

The TSX Venture Exchange policy in respect of incentive stock options provides that shareholder approval is not required if the aggregate number of common shares that may be reserved for issuance pursuant to incentive stock options does not exceed 10% of the issued common shares of the Company, 5% to any one individual and 2% to any consultant at the time of granting.

Shareholder approval of the grant of incentive stock options is required pursuant to the rules of the TSX Venture Exchange where the grant will result in the Company having options outstanding which, in aggregate, are exercisable to acquire over 10% (to a maximum of 20%) of the outstanding common shares of the Company.

In addition, disinterested shareholders (all shareholders excluding insiders and associates of insiders) approval is required pursuant to the rules of the TSX Venture Exchange where:

- (a) grant of incentive stock options could result at any time in:
 - (i) the Company having options outstanding to insiders which, in aggregate, are exercisable to acquire over 10% of the outstanding common shares of the Company; or
 - (ii) the issuance to insiders, within a one year period, of common shares which, in aggregate, exceed 10% of the outstanding common shares of the Company; or
- (b) the Company is proposing to decrease the exercise price of stock options held by any insiders.

The program authorizes the Board, or a committee thereof, to grant stock options from time to time to officers, directors and employees of the Company and its affiliates.

Under the program, stock options are non-assignable and may be granted for a term not exceeding ten years. The exercise price of a stock option may not be lower than the closing price of the common shares on the TSX Venture Exchange on the business day immediately preceding the date the Option is granted. If an optionee ceases to be an officer, director or employee of the Company other than by reason of the death of such optionee, any outstanding stock option held by such optionee will expire one month after the date of termination of service, or such later date as the Board may determine. In the event of the death of an optionee, any outstanding stock option held by the optionee will be exercisable by such optionee's representatives for a period of twelve months after such death.

No stock option granted under the stock option program is transferable by the optionee other than by will or the laws of descent and distribution, and each stock option is exercisable during the lifetime of the optionee only by such optionee.

The Board, in certain events, as to exercise price and number of Common Shares, to prevent dilution or enlargement, may adjust outstanding stock options.

Although the Company has the right to create a multi-year vesting schedule, all existing granted stock options were vested upon granting.

The names and titles of the Directors/Executive Officers of the Company to whom outstanding stock options have been granted and the number of common shares subject to such options are set forth in Table No. 5 as of 12/31/2003, as well as the number of options granted to Directors and all employees as a group.

Table No. 5
Stock Options Outstanding

Name	Number of Shares of Common Stock	CDN\$ Exer. Price	Grant Date	Expir'n Date
Kevin R. Hanson (1)	195,000	\$0.15	4/27/01	8/28/06
Brad Kitchen (3)	105,000	\$0.19	2/19/03	5/14/08
Terry M. Amisano (2)	97,500	\$0.15	4/27/01	8/28/06
Brian A. Hanson (4)	<u>10,000</u>	\$0.15	4/27/01	8/28/06
Total Officers/Directors	<u>407,500</u>			
Total Officers/Directors/Employees	407,500			

Agent Stock Purchase Options. The Company granted the Agent in the initial public offering options to purchase up to 175,000 common shares of the Company, at any time up to the close of business 18 months from the day the Company's common shares were listed for trading on the TSX Venture Exchange, at a price of \$0.15 per share. 87,500 of these options were exercised 9/26/2001; the remain 87,500 options expired unexercised.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

7.A. Major Shareholders.

7.A.1.a. Holdings By Major Shareholders.

Refer to ITEM #6.E. and Table No. 7.

7.A.1.b. Significant Changes in Major Shareholders' Holdings.

Effective 4/25/2003, Michael Weingarten sold his 450,000 shares equally to Kevin Hanson and Terry Amisano. Other than this transaction, there have been no changes in the holdings of the major shareholders since their purchases of 450,000 shares each in March 2000.

7.A.1.c. Different Voting Rights. The Company's major shareholders do not have different voting rights.

7.A.2. Canadian Share Ownership. The Company's common shares are issued in registered form and the following information is taken from the records of Pacific Corporate Trust Company (located in Vancouver, British Columbia, Canada), the registrar and transfer agent for the common shares.

On 2/5/2004, the shareholders' list for the Company's common shares showed eight registered shareholders and 4,087,500 shares issued and outstanding. All these shareholders were Canadian residents.

The Company has researched the indirect holding by depository institutions and other financial institutions and estimates that there are no "holders of record" resident in the United States.

Based on this research and other research into the indirect holdings of other financial institutions, the Company believes that it has in excess of 300 beneficial owners of its common shares.

7.A.3. Control of Company. The Company is a publicly-owned Canadian corporation, the shares of which are owned by U.S. residents, Canadian residents and other foreign residents. The Company is not controlled by any foreign government or other person(s) except as described in ITEM #4.A., "History and Development of the Company", and ITEM #6.E., "Share Ownership".

7.A.4. Change of Control of Company Arrangements.

--- No Disclosure Necessary ---

7.B. Related Party Transactions

Shared Office

The Company's executive offices are located in facilities shared with Amisano Hanson, Chartered Accountants. Terry Amisano and Kevin Hanson are principles of Amisano Hanson, Chartered Accountants. The Company paid \$9,000, \$6,600, and \$nil in office rental to Amisano Hanson during Fiscal 2003/2002/2001, respectively. The Company also paid \$2,000 for office supplies and \$4,000 for equipment rental during Fiscal 2002; the Company also paid \$3,000 for office supplies and \$6,000 for equipment rental during Fiscal 2003.

Accounting Fees

The Company has paid accounting fees of \$9,943 and \$13,292 to Amisano Hanson during Fiscal 2003 and Fiscal 2002 Ended April 30th, respectively.

Other than as disclosed above, there have been no transactions since 4/30/2001, or proposed transactions, which have materially affected or will materially affect the Company in which any director, executive officer, or beneficial holder of more than 10% of the outstanding common stock, or any of their respective relatives, spouses, associates or affiliates has had or will have any direct or material indirect interest. Management believes the transactions referenced above were on terms at least as favorable to the Company as the Company could have obtained from unaffiliated parties.

7.C. Interests of Experts and Counsel
--- No Disclosure Necessary ---

ITEM 8. FINANCIAL INFORMATION

8.A. Statements and Other Financial Information

The Company's financial statements are stated in Canadian Dollars (CDN\$) and are prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP), the application of which, in the case of the Company, conforms in all material respects for the periods presented with United States GAAP.

The financial statements as required under ITEM #17 are attached hereto and found immediately following the text of this Annual Report. The audit report of Morgan & Company, independent Chartered Accountants, are included herein immediately preceding the financial statements and schedules.

Audited Financial Statements
for Fiscal 2003 Ended April 30th
Fiscal 2002 Ended April 30th
Fiscal 2001 Ended April 30th
Cumulative from Incorporation

8.A.7. Legal/Arbitration Proceedings

The Directors and the management of the Company know of no material, active or pending, legal proceedings against them; nor is the Company involved as a plaintiff in any material proceeding or pending litigation.

The Directors and the management of the Company know of no active or pending proceedings against anyone that might materially adversely affect an interest of the Company.

However, Pocketop Computer Corporation is the subject of a lawsuit brought by a former employee claiming wrongful dismissal and breach of employment contract. Included in the claims brought by the former employee is an allegation that the assignment by the former employee to Pocketop of certain intellectual property rights should be voided as the assignment was conditional upon Pocketop fulfilling the terms of the employment contract. Pocketop takes the position that the assignment of the intellectual property rights was unconditional. The intellectual property rights in question relate to the Pocketop Wireless Keyboard, which is the subject of the OEM Agreement between Cyberhand and Pocketop.

8.B. Significant Changes

Other than disclosed in this Annual Report, there have been no significant change has occurred since the date of the annual financial statements, and/or since the date of the most recent interim financial statements.

ITEM 9. THE OFFER AND LISTING

9.A.4. Common Share Trading Information

The Company's common shares began trading on the TSX Venture Exchange (formerly the Canadian Venture Stock Exchange) in Toronto, Ontario, Canada, on 8/27/2001. The stock symbol is "BKCp". The CUSIP number is #111718-10-2.

Table No. 6 lists the volume of trading and high, low and closing sales prices for the Company's common shares for the last six months, last nine fiscal quarters, and the last two fiscal years. The common shares of Brockton are currently listed on the TSX Venture Exchange under the trading symbol BKC.P.

The shares were halted on September 4, 2002, as a result of the Letter of Intent with Cyberhand. At the time that the shares were halted the shares of the Company were trading at \$0.30 per share. Trading of the shares resumed on 5/1/2003 and were halted on 8/28/2003 as a result of the Company not having completed its Qualifying Transaction within 24 months from its original listing on the Exchange. The shares last traded at \$0.30 per share.

Table No. 6
TSX Venture Exchange
Common Shares Trading Activity

Period Ended	Volume	High	Low	- Sales - Canadian Dollars Closing
<hr/>				
<u>Monthly</u>				
12/31/2003	nil	\$----	\$----	\$----
11/30/2003	nil	\$----	\$----	\$----
10/31/2003	nil	\$----	\$----	\$----
9/30/2003	nil	\$----	\$----	\$----
8/31/2003	10,000	\$0.35	\$0.30	\$0.30
7/31/2003	19,000	\$0.35	\$0.20	\$0.35
 <u>Quarterly</u>				
10/31/2003	39,000	\$0.45	\$0.20	\$0.35
7/31/2003	57,000	\$0.45	\$0.20	\$0.35
4/30/2003	--,---	\$-.--	\$-.--	\$-.--
1/31/2003	--,---	\$-.--	\$-.--	\$-.--
10/31/2002	33,000	\$0.30	\$0.26	\$0.26
7/31/2002	4,000	\$0.30	\$0.28	\$0.29
4/30/2002	15,500	\$0.30	\$0.27	\$0.29
1/31/2002	108,500	\$0.40	\$0.27	\$0.28
10/31/2001	1,951,000	\$0.32	\$0.15	\$0.26
 <u>Yearly</u>				
4/30/2003	37,000	\$0.30	\$0.26	\$0.26
4/30/2002	2,075,000	\$0.40	\$0.15	\$0.29
<hr/>				

The TSX Venture Exchange

The TSX Venture Exchange is a result of the acquisition by the Toronto Stock Exchange of the Canadian Venture Exchange ("CDNX") from its member firms on 8/1/2001. The CDNX resulted from the merger between the Vancouver Stock Exchange and the Alberta Stock Exchange that took place on 11/29/1999, to form the CDNX. The TSX Venture Exchange currently operates as a complementary but independent exchange from its parent, the Toronto Stock Exchange.

The initial roster of the CDNX was made up of venture companies previously listed on the Vancouver Stock Exchange or the Alberta Stock Exchange and later incorporated junior listings from the Montreal Stock Exchange, the Winnipeg Stock Exchange, and the CDN Over-The-Counter Market. The TSX Venture Exchange is a venture market as compared to the TSX Stock Exchange that is Canada's senior market and the Montreal Exchange that is Canada's market for derivatives products.

The TSX Venture Exchange currently has five service centers: Calgary, Toronto, Vancouver, Winnipeg and Montreal. These service centers provide corporate finance, surveillance and marketing expertise. The corporate office for the TSX Venture Exchange is located in Calgary and the operations office is located in Vancouver.

The TSX Venture Exchange is a self-regulating organization owned and operated by the Toronto Stock Exchange, which in turn is owned by its member brokerage firms. It is governed by representatives of member firms and the public.

Organizationally, the TSX Venture Exchange is comprised of seven business areas: Corporate Finance Services, Trading Services and Market Information Services, Compliance, Marketing, Technology, Corporate Affairs and Human Resources.

The TSX Venture Exchange acts as a business link between TSX members, listed companies and investors. TSX Venture Exchange policies and procedures are designed to accommodate companies still in their formative stages and recognize those that are more established. Listings are predominately small and medium sized companies.

Post-trade monitoring of market activity occurs in the market surveillance department. Sophisticated software analyses trade data from TRADETSX to detect possible market improprieties. A variety of surveillance and investigative tools allow the TSX Venture Exchange to perform electronic market monitoring and trade reviews.

The surveillance department is also responsible for monitoring and reviewing listed company activities and detecting breaches of the listing policies or the listing agreement. Market surveillance and listed company surveillance activities are closely coordinated.

Enforcement action taken by the surveillance department may include the following:

- 1) forcing companies to correct misleading or inaccurate disclosure which includes new releases or internet postings;
- 2) requiring the resignation of unacceptable directors and officers;
- 3) requiring cancellation and return shares to treasury;
- 4) requiring undertakings from directors and officers that they will ensure compliance with the listing agreement and listings policies in the future;
- 5) requiring the termination of unacceptable investor relations services;
- 6) halting and suspending trading in the shares of companies; and
- 7) de-listing companies that have contravened exchange by-laws, rules or policies.

The market surveillance department issues TSX notices to inform the public of halts, suspensions, de-lists and other enforcement actions. All TSX notices can be found on the TSX website or INFOTSX. In the public interest, trading halts or suspensions are maintained until the surveillance department is satisfied that there is adequate disclosure of the company's affairs and a level playing field for investors.

In addition to market surveillance, the TSX Venture Exchange's compliance department is comprised of an investigative services team that conducts investigations into alleged violations of securities trading. The TSX Venture Exchange Conduct Review Committee determines whether a case for discipline exists. Disciplinary cases either result in a settlement reached between TSX Venture Exchange and the respondent or they proceed to a disciplinary hearing. The public can attend disciplinary hearings, view the exhibits filed and obtain copies of the decisions issued by the panel. If the hearing panel's decision is not acceptable to either TSX Venture Exchange or the respondent, an appeal process may be initiated.

Investors in Canada are protected by the Canadian Investor Protection Fund ("CIPF"). The CIPF is a private trust fund established to protect customers in the event of the insolvency of a member of any of the following self-regulatory organizations: the TSX Venture Exchange; the Montreal Exchange; the Toronto Stock Exchange; the Toronto Futures Exchange; and the Investment Dealers Association of Canada.

Post-trade monitoring of market activity occurs in the market surveillance department. Sophisticated software analyses trade data from TRADETSX to detect possible market improprieties. A variety of surveillance and investigative tools allow the TSX Venture Exchange to perform electronic market monitoring and trade reviews.

The surveillance department is also responsible for monitoring and reviewing listed company activities and detecting breaches of the listing policies or the listing agreement. Market surveillance and listed company surveillance activities are closely coordinated.

9.B. Plan of Distributions

--- Not Applicable ---

9.C. Stock Exchanges Identified

The common shares trade on the TSX Venture Exchange.
Refer to ITEM #9.A.4.

ITEM 10. ADDITIONAL INFORMATION

10.A. Share Capital

10.B. Memorandum and Articles of Association

10.C. Material Contracts

--- No Disclosure Necessary ---

10.D. Exchange Controls

Canada has no system of exchange controls. There are no Canadian restrictions on the repatriation of capital or earnings of a Canadian public company to non-resident investors. There are no laws in Canada or exchange restrictions affecting the remittance of dividends, profits, interest, royalties and other payments to non-resident holders of the Company's securities, except as discussed in ITEM 10, "Taxation" below.

10.E. Taxation

Canadian Federal Income Tax Considerations

The following is a brief summary of the principal Canadian federal income tax consequences to a holder of common shares of the Company (a "U.S. Holder") who deals at arm's length with the Company, holds the shares as capital property and who, for the purposes of the Income Tax Act (Canada) (the "Act") and the Canada - United States Income Tax Convention (the "Treaty"), is at all relevant times resident in the United States, is not and is not deemed to be resident in Canada and does not use or hold and is not deemed to use or hold the shares in carrying on a business in Canada. Special rules, which are not discussed below, may apply to a U.S. Holder that is an insurer that carries on business in Canada and elsewhere.

This summary is of a general nature only and is not, and should not be interpreted as, legal or tax advice to any particular U.S. Holder and no representation is made with respect to the Canadian income tax consequences to any particular person. Accordingly, U.S. Holders are urged to consult their own tax advisors with respect to their particular circumstances.

Under the Act and the Treaty, a U.S. Holder of common shares will generally be subject to a 15% withholding tax on dividends paid or credited or deemed by the Act to have been paid or credited on such shares. The withholding tax rate is 5% where the U.S. Holder is a corporation that beneficially owns at least 10% of the voting shares of the Company and the dividends may be exempt from such withholding in the case of some U.S. Holders such as qualifying pension funds and charities.

In general, a U.S. Holder will not be subject to Canadian income tax on capital gains arising on the disposition of shares of the Company unless (i) at any time in the five-year period immediately preceding the disposition, 25% or more of the shares of any class or series of the capital stock of the Company was owned by (or was under option of or subject to an interest of) the U.S. holder or persons with whom the U.S. holder did not deal at arm's length, and (ii) the value of the common shares of the Company at the time of the disposition derives principally from real property (as defined in the Treaty) situated in Canada. For this purpose, the Treaty defines real property situated in Canada to include rights to explore for or exploit mineral deposits and other natural resources situated in Canada, rights to amounts computed by reference to the amount or value of production from such resources, certain other rights in respect of natural resources situated in Canada and shares of a corporation the value of whose shares is derived principally from real property situated in Canada.

Dividends

A Holder will be subject to Canadian withholding tax ("Part XIII Tax") equal to 25%, or such lower rate as may be available under an applicable tax treaty, of the gross amount of any dividend paid or deemed to be paid on common shares. Under the Canada-U.S. Income Tax Convention (1980) as amended by the Protocols signed on 6/14/1983, 3/28/1984, 3/17/1995, and 7/29/1997 (the "Treaty"), the rate of Part XIII Tax applicable to a dividend on common shares paid to a Holder who is a resident of the United States and who is the beneficial owner of the dividend, is 5%. If the Holder is a company that owns at least 10% of the voting stock of the Company paying the dividend, and, in all other cases, the tax rate is 15% of the gross amount of the dividend. The Company will be required to withhold the applicable amount of Part XIII Tax from each dividend so paid and remit the withheld amount directly to the Receiver General for Canada for the account of the Holder.

Disposition of Common Shares

A Holder who disposes of a common share, including by deemed disposition on death, will not normally be subject to Canadian tax on any capital gain (or capital loss) thereby realized unless the common share constituted "taxable Canadian property" as defined by the Tax Act. Generally, a common share of a public corporation will not constitute taxable Canadian property of a Holder if the share is listed on a prescribed stock exchange unless the Holder or persons with whom the Holder did not deal at arm's length alone or together held or held options to acquire, at any time within the five years preceding the disposition, 25% or more of the shares of any class of the capital stock of the Company. The Toronto Stock Exchange is a prescribed stock exchange under the Tax Act. A Holder who is a resident of the United States and realizes a capital gain on a disposition of a common share that was taxable Canadian property will nevertheless, by virtue of the Treaty, generally be exempt from Canadian tax thereon unless (a) more than 50% of the value of the common shares is derived from, or from an interest in, Canadian real estate, including Canadian mineral resource properties, (b) the common share formed part of the business property of a permanent establishment that the Holder has or had in Canada within the 12 month period preceding the disposition, or (c) the Holder is an individual who (i) was a resident of Canada at any time during the 10 years immediately preceding the disposition, and for a total of 120 months during any period of 20 consecutive years, preceding the disposition, and (ii) owned the common share when he ceased to be resident in Canada.

A Holder who is subject to Canadian tax in respect of a capital gain realized on a disposition of a common share must include three quarters of the capital gain (taxable capital gain) in computing the Holder's taxable income earned in Canada. The Holder may, subject to certain limitations, deduct three-quarters of any capital loss (allowable capital loss) arising on a disposition of taxable Canadian property from taxable capital gains realized in the year of disposition in respect to taxable Canadian property and, to the extent not so deductible, from such taxable capital gains realized in any of the three preceding years or any subsequent year.

United States Taxation

The following is a brief summary of the principal United States income tax consequences to a holder of common shares of the Company (a "U.S. Holder") who deals at arm's length with the Company, holds the shares as capital property and who, for the purposes of the "Act" and on the "Treaty", is at all relevant times resident in the United States, is not and is not deemed to be resident in Canada and does not use or hold and is not deemed to use or hold the shares in carrying on a business in Canada. For federal income tax purposes, an individual who is a citizen or resident of the United States or a domestic corporation ("U.S. Taxpayer") will recognize a gain or loss on the sale of the Company's common shares equal to the difference between the proceeds from such sale and the adjusted tax basis of the common shares. The gain or loss will be a capital gain or capital loss if the Company's common shares are a capital asset in U.S. Taxpayer's hands.

For federal income tax purposes, a U.S. Taxpayer will be required to include in gross income dividends received on the Company's common shares. A U.S. Taxpayer who pays Canadian tax on a dividend on common shares will be entitled, subject to certain limitations, to a credit (or alternatively, a deduction) against federal income tax liability. A domestic corporation that owns at least 10% of the voting shares should consult its tax advisor as to applicability of the deemed paid foreign tax credit with respect to dividends paid on the Company's common shares.

Under a number of circumstances, an United States Investor acquiring shares of the Company may be required to file an information return with the Internal Revenue Service Center where they are required to file their tax returns with a duplicate copy to the Internal Revenue Service Center, Philadelphia, PA 19255. In particular, any United States Investor who becomes the owner, directly or indirectly, of 10% or more of the shares of the Company will be required to file such a return. Other filing requirements may apply, and United States Investors should consult their own tax advisors concerning these requirements.

The US Internal Revenue Code provides special anti-deferral rules regarding certain distributions received by US persons with respect to, and sales and other dispositions (including pledges) of stock of, a passive foreign investment company. A foreign corporation, such as the Company, will be treated as a passive foreign investment company if 75% or more of its gross income is passive income for a taxable year or if the average percentage of its assets (by value) that produce, or are held for the production of, passive income is at least 50% for a taxable year. The Company believes that it was not a passive foreign investment company for the taxable year ended 4/30/2002 and, furthermore, expects to conduct its affairs in such a manner so that it will not meet the criteria to be considered passive foreign investment company in the foreseeable future.

10.F. Dividends and Paying Agents

The Company has not declared any dividends on its common shares for the last five years and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain future earnings for use in its operations and the expansion of its business.

Notwithstanding the aforementioned: the Company is unaware of any dividend restrictions; has no specific procedure for the setting of the date of dividend entitlement; but might expect to set a record date for stock ownership to determine entitlement; has no specific procedures for non-resident holders to claim dividends, but might expect to mail their dividends in the same manner as resident holders. The Company has not nominated any financial institutions to be the potential paying agents for dividends in the United States.

10.G. Statement by Experts --- No Disclosure Necessary ---

10.H. Document on Display --- No Disclosure Necessary ---

10.I. Subsidiaries --- No Disclosure Necessary ---

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

--- No Disclosure Necessary ---

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

12.A. Debt Securities --- No Disclosure Necessary ---

12.B. Warrants and Rights --- No Disclosure Necessary ---

12.C. Other Securities --- No Disclosure Necessary ---

12.D. American Depositary Shares -- No Disclosure Necessary ---

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

--- No Disclosure Necessary ---

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY

HOLDERS AND USE OF PROCEEDS --- No Disclosure Necessary ---

ITEM 15. CONTROLS AND PROCEDURES

The Board of Directors has overall responsibility for reviewing the Company's disclosure to ensure the Company provides full and plain disclosure to shareholders and other stakeholders. The Board discharges its responsibilities through its committees, specifically, with respect to financial disclosure to the Audit Committee, which is responsible for reviewing the Company's financial reporting procedures and internal controls to ensure full and accurate disclosure of the Company's financial position.

Under the supervision and with the participation of the Company's management, including its Chief Financial Officer, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-14(c) under the Exchange Act as of a date (the "Evaluation Date") within 90 days prior to the filing date of this report. Based upon that evaluation, the Chief Financial Officer concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective in timely alerting them to the material information relating to the Company (or its consolidated subsidiaries) required to be included in the Company's periodic SEC filings.

There were no significant changes made in the Company's internal controls during the period covered by this annual report on Form 20-F or, to the Company's knowledge, in other factors that could significantly affect these controls subsequent to the date of their execution.

The Company's management, including the Chief Financial Officer, does not expect that its disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

ITEM 16. RESERVED

ITEM 16A. Audit Committee Financial Expert ---Not Applicable ---

ITEM 16B. Code of Ethics ---Not Applicable ---

ITEM 16C. Principal Accountant Fees and Services ---Not Applicable ---

ITEM 16D. Exemptions from the Listing Standards for Audit Committees
--- Not Applicable ---

PART III

ITEM 17. FINANCIAL STATEMENTS

The Company's financial statements are stated in Canadian Dollars (CDN\$) and are prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP), the application of which, in the case of the Company, conforms in all material respects for the periods presented with United States GAAP.

The financial statements as required under ITEM #17 are attached hereto and found immediately following the text of this Annual Report. The audit report of Morgan & Company, independent Chartered Accountants, are included herein immediately preceding the financial statements and schedules.

Audited Financial Statements

- Auditor's Report, dated 9/12/2003
- Balance Sheets at 4/30/2003 and 4/30/2002
- Statements of Operations
 - for Fiscal Year ended 4/30/2003
 - for Fiscal Year ended 4/30/2002
 - for Fiscal Year ended 4/30/2001
 - Cumulative from Incorporation on 2/8/2000
- Statements of Cash Flows
 - for Fiscal Year ended 4/30/2003
 - for Fiscal Year ended 4/30/2002
 - for Fiscal Year ended 4/30/2001
 - Cumulative from Incorporation on 2/8/2000
- Statements of Shareholders' Equity
 - Cumulative from Incorporation on 2/8/2000
- Notes to Financial Statements

ITEM 18. FINANCIAL STATEMENTS

The Company has elected to provide financial statements pursuant to ITEM #17.

ITEM 19. EXHIBITS

1. Articles of Incorporation/Bylaws as currently in effect:
Incorporated by reference to the Registration Statement
as amended and Form 6-Ks.
2. Instruments defining the rights of holders of
equity or debt securities being registered.
--- Refer to Exhibit No. 1 ---
3. Voting Trust Agreements: No Disclosure Necessary
4. Material Contracts:
Incorporated by reference to the Registration Statement
as amended and Form 6-Ks.
5. Foreign Patents: No Disclosure Necessary
6. Earnings Per Share Calculation: No Disclosure Necessary
7. Ratio of Earnings To Fixed Charges: No Disclosure Necessary
8. List of Subsidiaries: No Disclosure Necessary
9. Statement Regarding Date of Financial Statements: No Disclosure Necessary
10. Notice Required by Rule 104 of Regulation BTR: No Disclosure Necessary
11. Code of Ethics as required by ITEM No. 16: No Disclosure Necessary
- 12: The certifications required by Rule 13a-14(a) or Rule 15d-14(a)54
13. The certifications required by Rule 13a-14(b) or Rule 15d-14(b) and
Section 1350 of Chapter 63 of Title 18 of the United States Code 55
14. Additional Exhibits:
Incorporated by reference to the Registration Statement
as amended and Form 6-Ks

BROCKTON CAPITAL CORP.

(A Development Stage Company)

REPORT AND FINANCIAL STATEMENTS

April 30, 2003

(Stated in Canadian Dollars)

AUDITORS' REPORT



To the Shareholders,
Brockton Capital Corp.
(A Development Stage Company)

We have audited the balance sheets of Brockton Capital Corp. (A Development Stage Company) as at April 30, 2003 and 2002 and the statements of operations and cash flows for each of the years in the three year period ended April 30, 2003 and for the period February 8, 2000 (Date of Incorporation) to April 30, 2003 and the statement of shareholders' equity for the period February 8, 2000 (Date of Incorporation) to April 30, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian and United States of America generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2003 and 2002 and the results of its operations and its cash flows for each of the years in the three year period ended April 30, 2003 and for the period February 8, 2000 (Date of Incorporation) to April 30, 2003, in accordance with Canadian generally accepted accounting principles. As required by the British Columbia Company Act, we report that, in our opinion, these principles have been applied on a basis consistent with that of the preceding year.

Vancouver, Canada
September 12, 2003

Chartered Accountants

BROCKTON CAPITAL CORP.
(A Development Stage Company)
BALANCE SHEETS
April 30, 2003 and 2002
(Stated in Canadian Dollars)

ASSETS	April 30, 2003	April 30, 2002
Current		
Cash and cash equivalents	\$ 187,149	\$ 344,515
Amounts receivable	7,377	6,494
Prepaid expenses – Note 6	9,700	-
Notes and accrued interest receivable – Note 6	72,250	-
	276,476	351,009
Deferred investment expenses – Note 6	37,448	-
	<u>\$ 313,924</u>	<u>\$ 351,009</u>
 LIABILITIES		
Current		
Accounts payable and accrued liabilities – Note 4	\$ 20,381	\$ 11,693
 SHAREHOLDERS' EQUITY		
Share Capital – Note 3	371,592	371,592
Deficit	(78,049)	(32,276)
	293,543	339,316
	<u>\$ 313,924</u>	<u>\$ 351,009</u>

Nature and Continuance of Operations – Note 1
Commitments – Note 3
Subsequent Events – Notes 1 and 7

APPROVED BY THE DIRECTORS:

“Terry Amisano”
_____, Director

“Kevin Hanson”
_____, Director

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.
(A Development Stage Company)
STATEMENTS OF OPERATIONS
for the years ended April 30, 2003, 2002 and 2001
and for the period from February 8, 2000 (Date of Incorporation) to April 30, 2003
(Stated in Canadian Dollars)

	Years ended April 30,			February 8, 2000 (Date of Incorporation) to April 30, 2003
	2003	2002	2001	
Administrative Expenses				
Accounting, audit and legal – Note 4	\$ 21,605	\$ 20,273	\$ 2,250	\$ 44,128
Consulting fees	2,060	6,600	-	8,660
Equipment rental – Note 4	6,000	4,000	-	10,000
Filing fees	3,446	35	360	3,841
General and administrative	756	-	-	756
Interest and bank charges	268	227	257	864
Marketing	1,170	-	-	1,170
Office rent – Note 4	9,000	6,000	-	15,000
Office supplies – Note 4	3,178	2,000	-	5,178
Promotion	539	467	-	1,006
Transfer agent fees	4,087	4,531	250	8,868
Travel	4,529	-	1,913	6,442
Loss before other item	(56,638)	(44,133)	(5,030)	(105,913)
Interest income	10,865	9,823	6,327	27,864
Net income (loss) for the year	<u>\$ (45,773)</u>	<u>\$ (34,310)</u>	<u>\$ 1,297</u>	<u>\$ (78,049)</u>
Basic and diluted loss per share	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>	<u>\$ (0.00)</u>	
Weighted average number of shares outstanding	<u>1,837,500</u>	<u>1,363,542</u>	<u>-</u>	

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
for the years ended April 30, 2003, 2002 and 2001
and for the period from February 8, 2000 (Date of Incorporation) to April 30, 2003
(Stated in Canadian Dollars)

	Years ended April 30,			February 8, 2000 (Date of Incorporation) to April 30, 2003
	2003	2002	2001	
Operating Activities				
Net income (loss) for the year	\$ (45,773)	\$ (34,310)	\$ 1,297	\$ (78,049)
Changes in non-cash working capital items related to operations:				
Amounts receivable	(883)	(5,969)	(525)	(7,377)
Prepaid expenses	(9,700)	-	-	(9,700)
Accounts payable and accrued liabilities	8,688	(4,402)	16,095	20,381
Due to shareholders	-	-	(15,404)	-
Cash provided by (used in) operating activities	(47,668)	(44,681)	1,463	(74,745)
Investing Activities				
Notes receivable	(72,250)	-	-	(72,250)
Deferred investment expenses	(37,448)	-	-	(37,448)
Cash used in investing activities	(109,698)	-	-	(109,698)
Financing Activities				
Proceeds from shares issued	-	275,625	168,750	444,375
Share issue costs	-	(47,560)	(21,723)	(72,783)
Cash provided by (used in) financing activities	-	228,065	147,027	371,592
Increase (decrease) in cash and cash equivalents during the period	(157,366)	183,384	148,490	187,149
Cash and cash equivalents at the beginning of the period	344,515	161,131	12,641	-
Cash and cash equivalents at the end of the period	\$ 187,149	\$ 344,515	\$ 161,131	\$ 187,149

.../Cont'd

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP. Continued
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
for the years ended April 30, 2003, 2002 and 2001
and for the period from February 8, 2000 (Date of Incorporation) to April 30, 2003
(Stated in Canadian Dollars)

	Years ended April 30,			February 8, 2000 (Date of Incorporation) to April 30, 2003
	2003	2002	2001	
Cash and cash equivalents consist of:				
Cash	\$ 3,873	\$ 19,515	\$ 21,131	\$ 3,873
Term deposits	183,276	325,000	140,000	183,276
	<u>\$ 187,149</u>	<u>\$ 344,515</u>	<u>\$ 161,131</u>	<u>\$ 187,149</u>
Supplemental disclosure of cash flow information:				
Cash paid for:				
Interest	\$ -	\$ -	\$ -	\$ -
Income taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.
(A Development Stage Company)
STATEMENT OF SHAREHOLDERS' EQUITY
for the period from February 8, 2000 (Date of Incorporation) to April 30, 2003
(Stated in Canadian Dollars)

	Common Stock		Retained Earnings (Deficit) Accumulated during the Development Stage	Total
	Number of Shares	Amount		
Balance, February 8, 2000 (Date of Incorporation)	-	\$ -	\$ -	\$ -
Net income for the period	-	-	737	737
Balance, April 30, 2000	-	-	737	737
Cash received from share issuances at \$0.075 per share	2,250,000	168,750	-	168,750
Net income for the year	-	-	1,297	1,297
Balance, April 30, 2001	2,250,000	168,750	2,034	170,784
Cash received from share issuances at \$0.15 per share	1,837,500	275,625	-	275,625
Less share issue costs – Note 3(b)	-	(72,783)	-	(72,783)
Net loss for the year	-	-	(34,310)	(34,310)
Balance, April 30, 2002	4,087,500	371,592	(32,276)	339,316
Net loss for the year	-	-	(45,773)	(45,773)
Balance, April 30, 2003	4,087,500	\$ 371,592	\$ (78,049)	\$ 293,543

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS

April 30, 2003, 2002 and 2001

Note 1 Nature and Continuance of Operations

The Company is in the development stage and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX") Policy 2.4.

The Company's continued operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an investment of an interest in a Qualifying Transaction (as defined). On August 28, 2003, trading in the shares of the Company were suspended as the Company had not completed its qualifying transaction within eighteen months of the Company's listing. At April 30, 2003, the Company had entered into a letter of intent as a Qualifying Transaction (Note 6). The acquisition will be subject to shareholder and regulatory approval.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through the process of forced liquidation.

The Company's fiscal year was changed from December 31 to April 30, effective with the period ended April 30, 2001.

Note 2 Significant Accounting Policies

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada and are stated in Canadian dollars. These financial statements conform in all respects with GAAP in the United States of America. Because a precise determination of many assets and liabilities is depended on the future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgement. Actual results could differ from these estimates.

These financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of significant accounting policies summarized below:

(a) Organization

The Company was incorporated under the Company Act of the Province of British Columbia on February 8, 2000.

(b) Cash and Equivalents

Cash and cash equivalents consist of all highly liquid investments that are readily convertible to cash and have maturities of three months or less when purchased.

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS

April 30, 2003, 2002 and 2001

Note 2 Significant Accounting Policies – (cont'd)

(c) Loss Per Share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of shares outstanding during the year. Diluted loss per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the “if converted” method. Fully diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

(d) Financial Instruments

The carrying value of the Company’s financial instruments, consisting of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their fair value due to the short-term maturity of such instruments. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

(e) Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, current income taxes are recognized for the estimated income taxes payable for the current year. Future income tax assets and liabilities are determined based on differences between tax and accounting basis of assets and liabilities. The future tax assets or liabilities are calculated using the tax rates for the periods in which the differences are expected to be settled. Future tax assets are recognized to the extent that they are considered more likely than not to be realized.

(f) Stock-based Compensation Plan

The Company has approved share purchase options which are detailed in Note 3. No compensation expense is recognized for these plans when shares or share purchase options are issued to employees and directors. Any consideration paid by employees and directors on the exercise of share purchase options or purchase of shares is credited to share capital.

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS

April 30, 2003, 2002 and 2001

Note 2 Significant Accounting Policies – (cont'd)

(f) Stock-based Compensation Plan – (cont'd)

Effective for fiscal years beginning on or after January 1, 2002, public companies are required to adopt the new recommendations of the Canadian Institute of Chartered Accountants regarding accounting for Canadian Stock-based Compensation. These new requirements require that all stock based payments to non-employees and direct awards of stock to employees be accounted for using a fair value based method of accounting. However, the new standard permits the Company to continue its existing policy of not recording compensation cost on the grant of stock options to employees with the addition of pro-forma information. The Company has elected to apply the pro forma disclosure provisions of the new standard to awards granted on or after May 1, 2002.

(g) Deferred Investment Expenses

Deferred investment expenses comprise expenditures incurred in connection with the Company's proposed transaction as described in Note 6. The amount will be charged against the proposed transaction upon completion or charged to operations if the proposed transaction is unsuccessful.

Note 3 Share Capital – Notes 6 and 7

a) Authorized:

100,000,000 common shares without par value
100,000,000 preferred shares without par value

b) Share Issue Costs:

Year ended
April 30, 2002

Share issue costs incurred consist of the following:

Brokerage fees	\$ 7,000
Commission	26,250
Filing fees	6,500
Legal fees	30,433
Other	<u>2,600</u>
	<u><u>\$ 72,783</u></u>

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS

April 30, 2003, 2002 and 2001

Note 3 Share Capital – Notes 6 and 7 – cont'd

c) Escrow Shares:

At April 30, 2003, there were 2,250,000 common shares held in escrow. Subject to Section 11(5) of Policy 2.4 of The TSX Venture Exchange (the "TSX"), following the completion of the Company's Qualifying Transaction as required under the requirements of the British Columbia Securities Commission and the TSX, shares of the escrow shares will be released pro rata to the shareholders as follows :

- a) 10% following the completion of the Qualifying Transaction;
- b) 15% six months following the initial release;
- c) 15% twelve months following the initial release;
- d) 15% eighteen months following the initial release;
- e) 15% twenty-four months following the initial release;
- f) 15% thirty months following the initial release; and
- g) 15% thirty-six months following the initial release.

	April 30, 2003		April 30, 2002	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Options outstanding and exercisable at beginning of year	487,500	\$0.15	400,000	\$0.15
Granted	-	-	175,000	\$0.15
Exercised	-	-	(87,500)	\$0.15
Cancelled	(97,500)	\$0.15	-	-
Expired	(87,500)	\$0.15	-	-
Options outstanding and exercisable at end of year	302,500	\$0.15	487,500	\$0.15

At April 30, 2003, directors and officers of the Company held the 302,500 common share purchase options outstanding. Each option entitles the holder to purchase one share at \$0.15 per share, each exercisable on or before August 28, 2006.

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS

April 30, 2003, 2002 and 2001

Note 4 Related Party Transactions – Notes 3 and 7

The Company incurred the following expenses charged by a partnership controlled by two directors of the Company:

	Years ended April 30,		
	2002	2002	2001
Accounting fees	\$ 9,943	\$ 13,292	\$ -
Equipment rental	6,000	4,000	-
Office rental	9,000	6,000	-
Office supplies	3,000	2,000	-
	<u>\$ 27,943</u>	<u>\$ 25,292</u>	<u>\$ -</u>

These charges were measured by the exchange amount, which is the amount agreed upon by the transacting parties.

At April 30, 2003, prepaid expenses includes \$3,000 (2002: \$Nil) and accounts payable and accrued liabilities includes \$3,000 (2002: \$8,997) to a partnership controlled by two directors of the Company.

Note 5 Corporation Income Tax Losses

At April 30, 2003, the Company has accumulated non-capital losses totaling \$112,095 which are available to reduce taxable income in future taxation years. These losses expire as follows:

2007	\$ 420
2008	2,748
2009	48,867
2010	<u>60,060</u>
	<u>\$ 112,095</u>

The future income tax asset related to these losses have not been recorded in the financial statements as it is more likely than not that the assets will not be realized and a full valuation allowance has been made.

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS

April 30, 2003, 2002 and 2001

Note 6 Commitments – Notes 3 and 7

By a Letter of Intent dated September 4, 2002 and a formal agreement dated August 28, 2003, the Company agreed to acquire 100% of the common shares of a private company, Cyberhand Technologies Inc. (“Cyberhand”), in consideration for the issuance of 8,130,000 common shares of the Company at approximately \$0.25 per share. Cyberhand, incorporated in Alberta Canada, is developing new technologies specific to consumer electronics. A finders fee will be payable upon closing of the transaction. The entire transaction is subject to shareholder and regulatory approval, such approvals to be obtained on or before October 31, 2003. This transaction will be accounted for by the purchase method, as a reverse take-over.

The Company has advanced a total of \$69,280 to Cyberhand pursuant to two promissory notes and a grid promissory note, which bear interest at 10% per annum and are secured by general security agreements on the assets of Cyberhand. The principal and interest is due and payable on the earlier of the closing of the formal agreement and the date the Letter of Intent is terminated by the parties. Accrued interest to April 30, 2003 is \$2,970.

The Company has incurred acquisition related expenses totalling \$37,448 (included in deferred investment expenses) and paid a retainer of \$5,000 (included in prepaid expenses) in respect to a sponsorship agreement. Deferred expenses are comprised of the following:

Filing fees	\$ 3,500
Legal fees	10,000
Miscellaneous expense	1,448
Sponsorship fees	<u>22,500</u>
	<u>\$ 37,448</u>

Also in connection with the aforementioned acquisition, the Company agreed to an agency agreement for an offering of up to \$1,500,000. The agent will be entitled to a commission of 4 to 10% of the offering and an agents warrant equal to an amount up to 15% of the total offering exercisable for two years. The price per share and per warrant of the offering will be determined in accordance with the policies of the regulatory authorities and will be subject to regulatory approval.

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS

April 30, 2003, 2002 and 2001

Note 7 Subsequent Events – Notes 1 and 6

- a) On May 8, 2003 and September 9, 2003, the Company advanced \$15,000 and \$10,000 respectively, to Cyberhand pursuant to a grid promissory note on the same terms as detailed in Note 6.
- b) By a stock option agreement dated May 14, 2003, the Company granted 105,000 share purchase options to a director of the Company entitling him to acquire up to 105,000 common shares at \$0.19 per share exercisable to May 14, 2008. This option is subject to regulatory approval.
- c) By a share purchase agreement dated July 31, 2003, Cyberhand agreed to acquire 32% of the common shares of a private company, Pocketop Computer Corporation (“Pocketop”), in consideration for 500,000 common shares of the Cyberhand at \$1.00 per share, which will be exchanged for 500,000 common shares of the Company on closing of the Cyberhand acquisition (Note 6). In addition, loans payable owing to Pocketop totalling \$380,000 will be paid as part of the purchase consideration. Pocketop, a Canadian incorporated company, is developing innovations in the portable PDA market. Cyberhand will have the option to purchase an additional 32% of the common shares of Pocketop for \$833,333 for a term expiring May 25, 2005, to be paid either in cash or by the issuance of 833,333 common shares of the Company. The proposed acquisition is subject to shareholder and regulatory approval.

SIGNATURE PAGE

Pursuant to the requirements of Section 12g of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Brockton Capital Corp. --- SEC File Number 0-49760
Registrant

Dated: Februry 13, 2004 By /s/ Kevin R. Hanson
Kevin R. Hanson, President/CEO/Director

Exhibit 12.1

I, Kevin R. Hanson, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 20-F of Brockton Capital Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: February 13, 2004

Kevin R. Hanson
President, Chief Executive Officer and Director

EXHIBIT 13.1

**Certification of Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Brockton Capital Corp., a company organized under the *Canada Business Corporations Act* (the "Company") on Form 20-F for the fiscal year ended April 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Kevin R. Hanson, President/CEO/Director of the Company, certifies, pursuant to 18 U.S.C. (S) 1350, as adopted pursuant to (S) 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Kevin R. Hanson
Kevin R. Hanson, President/CEO/Director

Date: February 13, 2004